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Attorneys for Catherine DeFrancesco

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

CREIGHTON TAKATA, Individually and on
behalf of all others similarly situated,

Plaintiff,

v.

RIOT BLOCKCHAIN, INC. f/k/a BIOPTIX,
INC., JOHN O'ROURKE, JEFFREY
MCGONEGAL, BARRY HONIG,
CATHERINE DEFRANCESCO, MICHAEL
BEEGHLEY, JOHN STETSON, MARK
GROSSMAN, ANDREW KAPLAN, MIKE
DAI, JASON LES and ERIC SO,

Defendants.

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: Civil Action No. 3:18-02293 (FLW) (TJB)
:
: **DECLARATION OF JACLYN M.**
: **PALMERSON IN SUPPORT OF**
: **CATHERINE DEFRANCESCO'S**
: **MOTION TO DISMISS PLAINTIFF'S**
: **CONSOLIDATED AMENDED CLASS**
: **ACTION COMPLAINT**
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I, Jaclyn M. Palmerson, declare as follows:

1. I am an Associate at the law firm Quinn Emanuel Urquhart & Sullivan, LLP, counsel for Defendant Catherine DeFrancesco. I make this declaration in support of Ms. DeFrancesco's Motion to Dismiss Plaintiff's Consolidated Amended Class Action Complaint. I

have personal knowledge of the facts set forth herein, which are known by me to be true and correct, and if called as a witness, I could and would competently testify thereto.

2. Annexed hereto as Exhibit 1 is a true and correct copy of the corporation information for Kairos Global Technology, Inc., *available at* <https://esos.nv.gov/EntitySearch/BusinessInformation>.

3. Annexed hereto as Exhibit 2 is a true and correct copy of Riot Blockchain, Inc. (“RBI”) Form 8-K dated December 21, 2017, filed with the Securities Exchange Commission (“SEC”) on December 21, 2017.

4. The following stock information for RBI from December 18, 2017 to December 22, 2017 is available on Yahoo! Finance at <https://finance.yahoo.com/quote/RIOT/history>:

Date	Open	High	Low	Close	Adj Close	Volume
12/18/2017	32.2	45.99	31.54	36.47	36.47	29520000
12/19/2017	36.15	46.2	36	38.6	38.6	30962600
12/20/2017	40.75	41.75	33.05	36.12	36.12	13993000
12/21/2017	35.5	36.07	26.25	27.6	27.6	12707500
12/22/2017	22.52	26.46	20.2	24.52	24.52	13191500

5. Annexed hereto as Exhibit 3 is a true and correct copy of a Schedule 13D/A filed by Ms. DeFrancesco with the SEC on January 9, 2017.

6. Annexed hereto as Exhibit 4 is a true and correct copy of a Schedule 13G filed by Ms. DeFrancesco with the SEC on October 11, 2017.

7. Annexed hereto as Exhibit 5 is a true and correct copy of an excerpt of a Form 10-Q Quarterly Report for the period ending Sept. 30, 2017, filed by RBI with the SEC on November 13, 2017.

8. Annexed hereto as Exhibit 6 is a true and correct copy of an excerpt of RBI’s Proxy Statement pursuant to § 14(a) filed by RBI with the SEC on December 12, 2017.

9. Annexed hereto as Exhibit 7 is a true and correct copy of an excerpt of RBI's Registration Statement on Form S-3 filed by RBI with the SEC on January 5, 2018.

10. Annexed hereto as Exhibit 8 is a true and correct copy of an excerpt of RBI's amended Registration Statement on Form S-3/A filed by RBI with the SEC on February 7, 2018.

I declare under penalty of perjury that the foregoing is true and correct. Executed in New York, New York on September 3, 2019.

/s/ Jaclyn Palmerson

Jaclyn Palmerson